

BYLAWS OF THE
HAWAII PORK INDUSTRY ASSOCIATION

ARTICLE I

Section 1. Principal Office. The principal office of the association shall be at the Hawaii Farm Bureau Federation, 92-1770 Kunia Road, Kunia, HI 96759 or such other place in said state as the Board of Directors shall from time to time determine.

Section 2. Mission Statement. The Hawaii Pork Industry Association provides leadership to educate, support and promote the local pork industry.

ARTICLE II

Section 1. Membership.

Individual Members. Individual members shall be persons who are directly engaged in the production or distribution of locally produced pork, who are interested in the aims and purposes of the association.

Associate Members. Associate members shall be persons other than those who are directly engaged in the production or distribution of locally produced pork, who are interested in the aims and purposes of the association.

Allied Industry Members. Allied industry members shall be persons, partnerships, non-profit organizations, or corporations that support the aims and purposes of the association. Allied industry members of the association are eligible to serve on committees.

Voting

Each Individual and Associate member may hold office and serve on committees except when contrary to National Pork Board or National Pork Producer Council policies.

Each Individual and Associate member of the association shall be allowed one vote. Only such members as are current in making payment of annual dues shall be eligible to vote at any meeting of the membership of the association.

This association may issue a certificate of membership to each member in a form prescribed by the Board of Directors.

Upon a finding that any member has ceased, failed, neglected or refused for any reason whatsoever to abide by the bylaws and articles of the association, then the Board of Directors may cancel his/her membership in this association.

Section 2. Membership Dues. Members of the association shall pay annual association dues of an amount set at any membership meeting. The membership year is the calendar year.

Section 3. Annual Meeting. The annual meeting of the membership of this association shall be held in the first quarter of each fiscal year at such place and time as the president or Board of Directors shall determine. The annual meeting shall be a general meeting, and at such meeting any business within the powers of the association, without special notice of such business, may be transacted, except as limited by law or these bylaws. The president shall present a report concerning the activities of the association for the preceding year.

Section 4. Special Meetings. Special meetings of the membership of this association may be held at any time upon the call of the president, or upon the call of any two directors, or upon the written request of ten percent of the membership of this association.

Section 5. Notice of Meetings. A written or printed notice of all membership meetings stating the place, day, and hour of the meeting, and whether it is annual or special, and in case of each special meeting, stating briefly the business proposed to be transacted thereat, shall be given by sending written notice by mail or electronically at least ten calendar days before the date assigned for the meeting, to each member of the association at his/her last known address. Upon such notice being given, the failure of any member to receive actual notice of any meeting shall not in any way invalidate the meeting or proceedings thereat.

Section 6. Quorum. Providing all members are properly notified, a minimum of nine (9) qualified members in attendance constitutes a quorum. The action of the majority of the members at any meeting at which a quorum is present shall be valid and binding upon the association except as otherwise provided by law or by these bylaws.

Section 7. Proxy. Proxies shall be recognized at membership meetings provided however that no member in attendance shall hold more than two (2) proxy votes and provided further that the proxy must name the specific member in attendance.

Section 8. Adjournment. Any meeting of the membership, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting, and such adjournment may be to such time and to such place as may be determined by a majority vote of those present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting as originally called and notified.

Section 9. Order of Business and Parliamentary Rules.

- (a) The order of business at any meeting of the membership shall be:
1. Roll call
 2. Proof of due notice of meeting
 3. Reading and disposal of minutes
 4. Financial Report

5. Reports of officers and committees
 6. Unfinished business
 7. New business
 8. Adjournment
- (b) The rules contained in Roberts Rules of Order, Revised, shall govern the conduct of meetings of the membership, except when inconsistent with law or these bylaws.

ARTICLE III

Board of Directors

Section 1. Office. The business of the association shall be managed by a board of directors consisting of nine (9) members who shall be members of this association, or officers, directors or representatives of a member which is a cooperative, corporation, or partnership.

Section 2. Election of Directors. At the annual meeting the members shall determine the directors to fill the Board. The first five (5) directors receiving the highest votes shall hold office for a term of two (2) years and the remaining directors shall hold office for a term of one (1) year. Thereafter the term for each director shall be two years.

At each annual meeting an election shall be held to fill expiring directors' terms.

The directors shall serve for two years or until their successors are elected, unless removed as herein provided, and their term of office shall begin at the close of the annual meeting at which they are elected.

Section 3. Removal of Elected Directors. Any director that does not attend three consecutive meetings without a reason acceptable to the board shall be automatically removed and replaced as provided for in Section 7. Any member may ask for the removal of a director by filing charges with the secretary or president of the association, together with a petition signed by five percent of the members requesting the removal of the director in question. The removal shall be voted upon at the next meeting of the members, and by two-thirds of the voting power thereon the association may remove the director. The director whose removal is requested shall be served with a copy of the charges not less than ten calendar days prior to the meeting, and shall have an opportunity at the meeting to be heard in person, and by counsel, and to present evidence; and the persons requesting the removal of a director shall have the same opportunity. In case any vacancy so created shall not be filled by the membership at such meeting, the Board of Directors may fill such vacancy as provided in Section 7 of Article III.

Section 4. Meeting Notice. The board of directors may hold quarterly meetings and special meetings as often as the business of the association may require, at the call of the

president, or any two directors. The secretary shall give written notice of each special meeting of the board of directors by mailing or by electronic means or delivering the same not less than ten (10) calendar days before the meeting, unless otherwise prescribed by the board. The failure by any director to receive such notice shall not invalidate the proceedings of any meeting at which a quorum of directors is present. The directors elected at the meeting of the membership of the association shall, without any notices being given, hold a meeting as soon as practicable after the meeting of the membership at which they were elected.

Section 5. Quorum and Adjournment. The majority of the directors shall constitute a quorum for the transaction of business, and no actions taken, other than the appointment of directors to fill temporary vacancies, as provided in these bylaws, shall bind the association unless it shall receive the concurring vote of a majority of all the directors present for quorum. In the absence of a quorum, the presiding officer, or a majority of the directors present, may adjourn the meeting from time to time without further notice until a quorum be had.

Section 6. Powers of the Board of Directors. The property, affairs and business of the association shall be managed by the board of directors and, except as otherwise provided by law or these bylaws, all of the powers and authority of the association shall be vested in, and may be exercised by the board of directors, as fully and for all purposes as though exercised directly by the membership.

Section 7. Vacancies and Substitute Directors. If any permanent vacancy shall occur in the Board of Directors through death, resignation, removal or other cause, the remaining directors, by affirmative vote of a majority of the whole board, may elect a successor director to hold office for the unexpired portion of the term of the director whose place shall be vacant.

In case of a temporary vacancy due to the absence or the sickness or disability of any director, the remaining directors, whether constituting a majority or a minority of the whole board, may, by the vote of a majority of such remaining directors, appoint some person as a substitute director, who shall be a director during such absence or disability, and until such director returns to duty. The determination by the board of directors, as shown in the minutes, of the fact of such absence or disability, and the duration thereof, shall be conclusive as to all persons and the association.

Section 8. Conflicts of Interest. No contract, agreement, undertaking, or other transaction, between this association and any other association or corporation, shall be affected by the fact that some or all of the directors of this association are interested in, or are directors or officers of, such other association or corporation.

ARTICLE IV

Officers

Section 1. Appointment. The officers of the association shall be the president, vice president, secretary and treasurer, all of whom shall be directors. All officers shall be elected annually by the board of directors, and shall serve until their successors shall have been elected. The board of directors may, in its discretion, appoint acting or temporary officers, and may appoint officers to fill vacancies occurring for any reason whatsoever, and may in its discretion, limit or enlarge the duties and powers of any officer appointed by it.

Section 2. The President. The president shall preside at all meetings of the membership, and at all meetings of the board of directors. The president shall exercise general supervision over the business of the association and over its several officers, agents, and employees, subject, however, to the control of the board of directors.

Section 3. The Vice President. The vice president shall perform all the duties, and exercise all the powers and rights, of the president provided by these bylaws, or otherwise during the absence or disability of the president, or whenever the office is vacant, and shall perform all other duties assigned by the board of directors.

Section 4. The Treasurer. The treasurer shall have custody of all the funds, notes, bonds, and other evidence of property of the association, and shall be responsible for keeping all the books and accounts of the association, and shall render statements thereof in such form and as often as required by the board of directors. The treasurer may be required to be bonded for all funds of the association. The treasurer shall perform all other duties assigned by the president or the board of directors.

The Board of Directors may hire or appoint a reviewer to examine the books of the treasurer and report thereon to the Board of Directors and make such reports as the board requires.

Section 5. The Secretary. The secretary shall keep the minutes of all meetings of the board of directors, and the minutes of all meetings of the membership. The secretary shall give notice, in conformity with these bylaws, of all meetings of the membership and of the board of directors. In the absence of the president, and of the vice president, the secretary shall call meetings of the membership to order, and shall preside until a chairman pro tempore is chosen. The secretary shall also perform all other duties assigned by the board of directors or the president.

Section 6. State Contact(s). The Board of Directors may select a state contact(s) The State Contact shall have direct contact with the National Pork Board and/or National Pork Producers Council with duties under the president's direction, and the board's approval.

Section 7. State Representative(s). The Board of Directors may select a state representative from among the directors to represent the Hawaii Pork Industry Association with state, national and international organizations with duties under the president's direction, and the board's approval.

Section 8. Removal of Officer. All officers shall be subject to removal at any time by the affirmative vote of the majority of the whole board. Any member may bring the charges of misconduct or incompetence against an officer by filing them with the secretary or president of the association, together with a petition signed by ten percent of the members requesting the removal of the officer. In the first meeting of the board, held after the hearing on the charges, the officer may be removed by a majority vote, notwithstanding. The officer against whom the charges are made shall be served with a copy of the charges not less than ten calendar days prior to the meeting, and shall have an opportunity at the meeting to be heard in person, and by counsel, and to present evidence, and the persons making the charges shall have the same opportunity.

ARTICLE V

Execution of Instruments

Section 1. Proper Officers. Except as otherwise provided by these bylaws or by law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, and all other documents and instruments, shall be signed, executed, and delivered by the president or vice president, and by the treasurer or the secretary, provided however, that the board of directors may, from time to time, by resolution, authorize checks, drafts, bills of exchange, notes, and orders, for the payment of money, licenses, endorsements, stock powers, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, agreements or documents, instruments or writings of any nature, to be signed, executed, and delivered by such officers, agents, or employees of the association, or any of them, in such manner as may be determined by the board of directors.

Section 2. Facsimile Signature. The board of directors may, from time to time, by resolution, provide for the execution of any association instrument, or document, by a mechanical device, or machine, or by use of facsimile signatures, under such terms as shall be set forth in the resolution of the board of directors.

ARTICLE VI

The association is not organized for profit, and will not issue any stock. All expenses of the association shall be paid for by check-off and/or non-check off income.

Upon liquidation of the association, should the association have assets, such assets shall be liquidated. Any balance of check-off funds shall be turned over to the National Pork Board. Liquidation of non check-off funds shall be determined by the Board of Directors in accordance with IRS rules for non-profit organizations.

ARTICLE VII

These bylaws may be altered, amended, or repealed from time to time, by a vote of not less than two-thirds (2/3) of the membership present at any annual meeting, or at any membership meeting called for such purpose. Notice of proposed by-law changes must be sent with the notice of meeting.

ARTICLE VIII

The officers of this association shall file an annual report containing the name of the association, its place of business, the nature of activities during the fiscal year and other information required by the State Department of Commerce and Consumer Affairs. Any document may be reviewed by any member of the association upon written request.